

**GREENBRIER
LEASING COMPANY LLC**

DEC 27 '12 -10 00 AM

~~SURFACE TRANSPORTATION BOARD~~

Greenbrier Leasing Company LLC

One Centerpointe Drive Suite 200
Lake Oswego Oregon 97035
503 684 7000 Fax 503 684 7553

December 21, 2012

VIA FEDERAL EXPRESSChief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Dear Section Chief.

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 are one (1) original and three (3) photocopies of a Memorandum of Schedule No. 1 dated as of March 1, 2012 to Lease Agreement dated as of March 1, 2012, a primary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177. Also enclosed is a check for \$42 payable to the order of the Surface Transportation Board covering the required recordation fee.

The names and addresses of the parties to the enclosed document are:

Lessor: Greenbrier Leasing Company LLC
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97035

Lessee: Chevron Canada Limited
Burnaby Refinery
355 N. Willingdon Avenue
Burnaby, BC V5C 1X4

A description of the railroad equipment covered by the enclosed document is:

One hundred twenty (120) 31,800 gallon, non-coiled, non-insulated tank railcars, bearing marks and numbers GBRX 700520 through 700639, inclusive.

Please return stamped copies of the enclosed document not needed for your files to the undersigned.

A short summary of the enclosed document to appear in the Board's Index is:

Memorandum of Lease Agreement for Schedule No. 1

Section Chief
Surface Transportation Board
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If you have any questions, please do not hesitate to call

Sincerely,

A handwritten signature in black ink, appearing to read "Sheri Grether". The signature is fluid and cursive, with the first name "Sheri" and last name "Grether" clearly distinguishable.

Sheri Clarke Grether
Senior Paralegal

SCG.ms
Enclosures

cc Edward M. Luria, Esq

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AGREEMENT
BETWEEN
GREENBRIER LEASING COMPANY LLC ("LESSOR")
AND
CHEVRON CANADA LIMITED ("LESSEE")
MARCH 1, 2012

SCHEDULE NO. 1
MARCH 1, 2012

Memorandum of Schedule No. 1 dated as of March 1, 2012 to a Lease Agreement made and entered into as of March 1, 2012, by and between Greenbrier Leasing Company LLC, an Oregon limited liability company, ("Lessor") and Chevron Canada Limited, a Canadian corporation ("Lessee")

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor one hundred twenty (120) new 31,800 gallon, non-coiled, non-insulated tank railcars, 286,000 lbs. GRL, bearing marks and numbers as follows: GBRX 700520 through 700639, inclusive
2. Schedule No. 1 to the Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the lease term, as described in the Lease Agreement and Schedule No. 1, as each may be amended from time to time.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed by their respective officers as of the date and year first above written.

LESSOR:

LESSEE:

GREENBRIER LEASING COMPANY LLC

CHEVRON CANADA LIMITED

BY

NAME:

TITLE:

President

BY:

NAME:

TITLE:

Officer

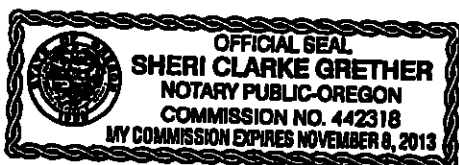
12/4/12

STATE OF OREGON

COUNTY OF CLACKAMAS

)
) ss.
)

On this 14th day of December, 2012, before me personally appeared J. T. Sharp of Greenbrier Leasing Company LLC and that the foregoing instrument was signed on behalf of said company, and s/he acknowledged that the execution of the said instrument was her or his free act and deed



Sheri Clarke Grether
NOTARY PUBLIC
My commission expires: November 8, 2013

Province
STATE OF British Columbia
COUNTY OF N/A) ss

On this 14th day of December, 2012, before me personally appeared JAMES KEARNEY SABLE, to me personally known, who being by me duly sworn, says that s/he is the OFFICER of Chevron Canada Limited and that the foregoing instrument was signed on behalf of said corporation, and s/he acknowledged that the execution of the said instrument was her or his free act and deed.

Maureen J. Wesley
NOTARY PUBLIC
My commission expires. Does not expire

MAUREEN J. WESLEY

Barrister & Solicitor
4270 McGill Street
Burnaby, B.C. V5C 1M9
Tel: 604-298-6555 Fax: 604-298-6540